

P BK 94 PG 9

STATE MS. - DESOTO CO.  
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MAY 2 4 28 PM '02

# GENERAL POWER OF ATTORNEY

I, HENRY B WOODS, residing at 1475 Vicksburg  
SOUTHAVEN, Mississippi 38671, hereby appoint James L. Woods  
of 184 Guthrie,  
SOUTHAVEN MS., 38671, as my  
Attorney-in-Fact ("Agent").

BK 94 PG 9  
W.F. DAVIS CH. CLK.

If the Agent is unable to serve for any reason, I designate

Denise E. Ray, of 1822 Oakleaf,  
Birmingham Ala., 35215, as my alternate or  
successor Agent, as the case may be.

I hereby revoke any and all general powers of attorney and special powers of attorney that previously have been signed by me. However, the preceding sentence shall not have the effect of revoking any powers of attorney that are directly related to my health care that previously have been signed by me.

My Agent shall have full power and authority to act on my behalf. This power and authority shall authorize my Agent to manage and conduct all of my affairs and to exercise all of my legal rights and powers, including all rights and powers that I may acquire in the future. My Agent's powers shall include, but not be limited to, the power to:

1. Open, maintain or close bank accounts (including, but not limited to, checking accounts, savings accounts, and certificates of deposit), brokerage accounts, retirement plan accounts, and other similar accounts with financial institutions.

a. Conduct any business with any banking or financial institution with respect to any of my accounts, including, but not limited to, making deposits and withdrawals, obtaining bank statements, passbooks, drafts, money orders, warrants, and certificates or vouchers payable to me by any person, firm, corporation or political entity.

b. Perform any act necessary to deposit, negotiate, sell or transfer any note, security, or draft of the United States of America, including U.S. Treasury Securities.

c. Have access to any safe deposit box that I might own, including its contents.

2. Sell, exchange, buy, invest, or reinvest any assets or property owned by me. Such assets or property may include income producing or non-income producing assets and property.

3. Purchase and/or maintain insurance and annuity contracts, including life insurance upon my life or the life of any other appropriate person.
4. Take any and all legal steps necessary to collect any amount or debt owed to me, or to settle any claim, whether made against me or asserted on my behalf against any other person or entity.
5. Enter into binding contracts on my behalf.
6. Exercise all stock rights on my behalf as my proxy, including all rights with respect to stocks, bonds, debentures, commodities, options or other investments.
7. Maintain and/or operate any business that I may own.
8. Employ professional and business assistance as may be appropriate, including attorneys, accountants, and real estate agents.
9. Sell, convey, lease, mortgage, manage, insure, improve, repair, or perform any other act with respect to any of my property (now owned or later acquired) including, but not limited to, real estate and real estate rights (including the right to remove tenants and to recover possession). This includes the right to sell or encumber any homestead that I now own or may own in the future.
10. Prepare, sign, and file documents with any governmental body or agency, including, but not limited to, authorization to:
  - a. Prepare, sign and file income and other tax returns with federal, state, local, and other governmental bodies.
  - b. Obtain information or documents from any government or its agencies, and negotiate, compromise, or settle any matter with such government or agency (including tax matters).
  - c. Prepare applications, provide information, and perform any other act reasonably requested by any government or its agencies in connection with governmental benefits (including medical, military and social security benefits).
11. Make gifts from my assets to members of my family and to such other persons or charitable organizations with whom I have an established pattern of giving, to file state and federal gift tax returns, and to file a tax election to split gifts with my spouse. However, my Agent may not make gifts of my property to the Agent, the Agent's estate or creditors, or the creditors of the Agent's estate. The Agent may not disclaim assets to which I would be entitled, if the result is that the disclaimed assets pass directly or indirectly to the Agent or

the Agent's estate. The Agent may not use my assets to discharge any of the Agent's legal obligations of support of another, except me and those I am legally obligated to support. I appoint JAMES L WOODS, of SOUTHAVEN MS., AND DENISE E RAY OF BIRMINGHAM ALA, as my substitute Agent for the sole purpose of making gifts of my property to my Agent, as appropriate (unless this substitute Agent is also the Agent).

12. Transfer any of my assets to the trustee of any revocable trust created by me, if such trust is in existence at the time of such transfer.

13. Disclaim any interest which might otherwise be transferred or distributed to me from any other person, estate, trust, or other entity, as may be appropriate.

This Power of Attorney shall be construed broadly as a General Power of Attorney. The listing of specific powers is not intended to limit or restrict the general powers granted in this Power of Attorney in any manner.

Any power or authority granted to my Agent under this document shall be limited to the extent necessary to prevent this Power of Attorney from causing: (i) my income to be taxable to my Agent, (ii) my assets to be subject to a general power of appointment by my Agent, or (iii) my Agent to have any incidents of ownership with respect to any life insurance policies that I may own on the life of my Agent.

My Agent shall not be liable for any loss that results from a judgment error that was made in good faith. However, my Agent shall be liable for willful misconduct or the failure to act in good faith while acting under the authority of this Power of Attorney. A successor Agent shall not be liable for acts of a prior Agent.

I authorize my Agent to indemnify and hold harmless any third party who accepts and acts under this document.

My Agent shall be entitled to reasonable compensation for any services provided as my Agent. My Agent shall be entitled to reimbursement of all reasonable expenses incurred in connection with this Power of Attorney.

My Agent shall provide an accounting for all funds handled and all acts performed as my Agent, but only if I so request or if such a request is made by any authorized personal representative or fiduciary acting on my behalf.

This Power of Attorney shall become effective immediately, and shall not be affected by my disability or lack of mental competence, except as may be provided otherwise by an applicable state statute. This is a Durable Power of Attorney. This Power of Attorney shall continue effective until my death. This Power of Attorney may be revoked by me at any time by providing

written notice to my Agent.

Dated MAY 2, 2002, at Southaven, Mississippi.

Henry B Woods

Witness Signature:

Name:

City:

State:

Virginia L Hughes  
Virginia L. Hughes  
Southaven  
MS.

Witness Signature:

Name:

City:

State:

Kimberly J. Henry  
Kimberly J. Henry  
Southaven  
MS

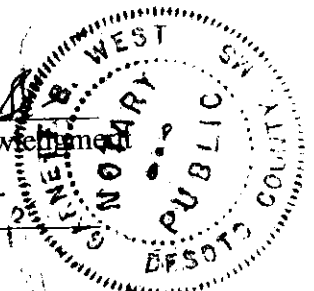
STATE OF MISSISSIPPI, COUNTY OF DeSoto, ss:

The foregoing instrument was acknowledged before me this 2nd day of May, 2002 by Henry B. Woods, who is personally known to me or who has produced PERSONALLY KNOWN OVER 30 YEARS as identification.

Notary Public State of Mississippi At Large  
My Commission Expires: November 4, 2003

Garnett B. West  
Signature of person taking acknowledgment

GARNETT B. West, S  
Name typed, printed, or stamped



This document was prepared by:

Name: HENRY B. WOODS

Address: 1475 VICKSBURG DR.  
SOUTHAVEN MS, 38671,  
662-393-7592

## Final Checklist for General Power of Attorney

March 30, 2002

### Make It Legal

\_\_\_\_\_ The Power of Attorney must be signed by a principal who is mentally competent and the signature must be notarized. Notarization is required because it makes it harder for a third party to challenge the validity of the signature, and allows the document to be "recorded" for use with real estate transactions, if recording becomes necessary or advisable. (The Power of Attorney also must be signed in the presence of two witnesses if the power to handle Florida real estate transactions is granted.)

\_\_\_\_\_ The witnesses must be adults and cannot be the Agent, the Agent's spouse or children, or the notary public.

### Copies

\_\_\_\_\_ The Agent designated in the document should be advised of the location of the original copy of the Power of Attorney document and given access to that original.

\_\_\_\_\_ You should retain a copy of the Power of Attorney document for your files.

### When to Consult a Lawyer

- \* A Power of Attorney is not legally binding unless the Principal is mentally competent at the time of the signing. If there is any question regarding competence, it is best to obtain a physician's written opinion that the Principal understands the document and the consequences of signing the document. It is also advisable to review any competency issues with a lawyer.

### Other Information

- \* CAUTION: Before signing this document, you should consider its consequences. You are providing another person with the power to handle business and legal matters on your behalf. Any such action undertaken by that person within the scope of the Power of Attorney document is legally binding upon you.

### Reasons to Update

- \* A change in your level of trust in the Agent.
- \* The death or incapacity of the Agent.
- \* A desire to change the powers granted to the Agent.

Prepared  
See inside